

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
AÉROPOSTALE, INC., <i>et al.</i>,	:	Case No. 16-11275 (SHL)
	:	
Debtors.¹	:	Jointly Administered
	:	
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**SCHEDULE OF ASSETS AND LIABILITIES FOR
AÉROPOSTALE WEST, INC. (CASE NO. 16-11277)**

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Aéropostale, Inc. (3880); Aéropostale West, Inc. (7013); Jimmy'Z Surf Co., LLC (0461); Aero GC Management LLC (4257); Aeropostale Procurement Company, Inc. (8518); Aeropostale Licensing, Inc. (8124); P.S. from Aeropostale, Inc. (5900); GoJane LLC (4923); Aeropostale Canada Corp. (N/A); Aeropostale Holdings, Inc. (7729); and Aeropostale Puerto Rico, Inc. (6477). The Debtors' corporate headquarters is located at 112 West 34th Street, 22nd Floor, New York, NY 10120.

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Aéropostale, Inc. (“*Aéropostale*”) and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “*Debtors*”), are filing their respective Schedules of Assets and Liabilities (each, a “*Schedule*,” and collectively, the “*Schedules*”) and Statement of Financial Affairs (each, a “*Statement*” or “*SOFA*” and collectively, the “*Statements*” or “*SOFAs*”) in the Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”) pursuant to section 521 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

These Global Notes and Statements of Limitations, Methodology, and Disclaimer Regarding the Debtors’ Schedules and Statements (collectively, the “*Global Notes*”) pertain to, and are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes are in addition to the specific notes set forth below with respect to the Schedules and Statements (the “*Specific Notes*,” and, together with the Global Notes, the “*Notes*”). These Notes should be referred to, and referenced in connection with, any review of the Schedules and Statements.

The Debtors’ management prepared the Schedules and Statements with the assistance of their advisors and other professionals. The Schedules and Statements are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. The Debtors’ management team and advisors have made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances; however, subsequent information or discovery may result in material changes to the Schedules and Statements and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the Schedules and Statements.

The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, liability, classification, identity of debtor, or to otherwise subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.” Furthermore, nothing contained in the Schedules, Statements, or Notes shall constitute a waiver of any of the Debtors’ rights or an admission with respect to their chapter 11 cases, including any issues involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts and leases, assumption or rejection of contracts and leases under the provisions of chapter 3 of the Bankruptcy Code, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code, or any other relevant applicable laws to recover assets or avoid transfers.

The Schedules, Statements, and Notes should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

1. **Description of the Cases.** On May 4, 2016 (the “*Commencement Date*”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 4, 2016, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Bankruptcy Rule 1015(b). On May 11, 2016, the United States Trustee for Region 2 (the “*U.S. Trustee*”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “*Creditors’ Committee*”).
2. **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for Aéropostale and its debtor affiliates. The Schedules and Statements are unaudited and reflect the Debtors’ reasonable efforts to report certain financial information of each Debtor on an unconsolidated basis. These Schedules and Statements neither purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“*GAAP*”), nor are they intended to be fully reconciled with the financial statements of each Debtor.

The Debtors attempted to attribute the assets and liabilities, certain required financial information, and various cash disbursements to the particular Debtor entity. However, because the Debtors’ accounting systems, policies, and practices were developed for consolidated reporting purposes, rather than reporting by legal entity, it is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements. Accordingly, the Debtors reserve all rights to supplement and amend the Schedules and Statements in this regard.

Given, among other things, the uncertainty surrounding the valuation of certain assets and liabilities, a Debtor may report more assets than liabilities. Such report shall not constitute an admission that such Debtor was solvent on the Commencement Date or at any time before or after the Commencement Date. Likewise, a Debtor’s reporting more liabilities than assets shall not constitute an admission that such Debtor was insolvent at the Commencement Date or any time before or after the Commencement Date.

3. **Reporting Date.** Unless otherwise noted on the specific responses, the Schedules and Statements generally reflect the Debtors’ books and records as of the close of business on May 3, 2016. The Debtors completed a normal fiscal period close on April 30, 2016 (the “*Reporting Date*”). The reported asset values align with the asset values as of May 3, 2016 to the extent possible, although certain asset categories are valued as of the Reporting Date and the liability values are as of

May 3, 2016, adjusted for authorized payments under the First Day Orders (as defined below).

4. **Current Values.** The assets and liabilities of each Debtor are listed on the basis of the book value of the asset or liability in the respective Debtor's accounting books and records. Unless otherwise noted, the carrying value on the Debtor's books, rather than the current market value, is reflected in the Schedules and Statements.
5. **Confidentiality.** There may be instances where certain information was not included or redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or to protect the privacy of an individual. The omissions and redactions are limited to only what is necessary to protect the Debtor or a third party and will provide interested parties with sufficient information to discern the nature of the listing.
6. **Consolidated Entity Accounts Payable and Disbursement Systems.** As described in the Cash Management Motion,¹ the Debtors utilize an integrated, centralized cash management system, in the ordinary course of business, to collect, concentrate, and disburse funds generated by their operations (the "**Cash Management System**"). The Debtors maintain a consolidated accounts payable and disbursements system to pay operating and administrative expenses through disbursement accounts.

In the ordinary course of business, the Debtors maintain business relationships among each other, which result in intercompany receivables and payables (the "**Intercompany Claims**") arising from intercompany transactions (the "**Intercompany Transactions**"). As set forth more fully in the Cash Management Motion, the primary Intercompany Transactions giving rise to Intercompany Claims are cash receipts activities, disbursement activities, inventory purchases, and expense allocations. Historically, Intercompany Claims are not settled by actual transfers of cash among the Debtors. Instead, the Debtors track all Intercompany Transactions in their accounting system, which concurrently are recorded on the applicable Debtors' balance sheets. The Debtors' accounting system requires that all general-ledger entries be balanced at the legal-entity level. Unless otherwise noted, the Debtors have reported the aggregate net intercompany balances among the Debtors as assets on Schedule A/B or as liabilities on Schedule E/F, as appropriate.

¹ *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 503, and 507 for Interim and Final Authority to (i) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (ii) Implement Changes to the Cash Management System in the Ordinary Course of Business, (iii) Continue Intercompany Transactions, (iv) Provide Administrative Expense Priority for Postpetition Intercompany Claims and for Related Relief [ECF No. 7] (the "Cash Management Motion").*

7. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
8. **Net Book Value of Assets.** In many instances, current market valuations are not maintained by or readily available to the Debtors. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtors to obtain current market valuations for all assets. As such, wherever possible net book values as of the Reporting Date are presented for all assets other than cash, cash equivalents, inventory and FF&E. Net book value for cash, cash equivalents, inventory and FF&E are generally presented as of May 3, 2016. When necessary, the Debtors have indicated that the value of certain assets is “Unknown” or “Undetermined.” Amounts ultimately realized may vary materially from net book value (or other value so ascribed). Accordingly, the Debtors reserve all rights to amend, supplement, and adjust the asset values set forth in the Schedules and Statements. As applicable, fixed assets and leasehold improvement assets that fully have been depreciated or amortized, or were expensed for GAAP accounting purposes, have no net book value, and, therefore, are not included in the Schedules and Statements.
9. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars, unless otherwise indicated.
10. **Payment of Prepetition Claims Pursuant to First Day Orders.** Within the first two days of the Debtors’ chapter 11 cases, the Bankruptcy Court entered orders (the “*First-Day Orders*”) authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) service fees and charges assessed by the Debtors’ banks and debit and credit card companies; (b) claims of shippers, warehousemen, and miscellaneous lien claimants; (c) certain insurance obligations; (d) obligations to “critical vendors;” (e) customer programs obligations; (f) employee wages, salaries, and related items, including employee benefit programs; and (g) taxes and assessments. Where the Schedules and Statements list creditors and set forth the Debtors’ scheduled amounts attributable to such claims, such schedules amounts reflect balances owed as of the Commencement Date. To the extent any adjustments are necessary for any payments made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such adjustments have been included in the Schedules and Statements unless otherwise noted on the applicable Schedule or Statement. The Debtors reserve the right to update the

Schedules and Statements to reflect payments made pursuant to the First-Day Orders.

11. **Other Paid Claims.** To the extent the Debtors have reached any postpetition settlement with a vendor or other creditor, the terms of such settlement will prevail, supersede amounts listed in the Debtors' Schedules and Statements, and shall be enforceable by all parties, subject to Bankruptcy Court approval. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.
12. **Setoffs.** The Debtors routinely incur certain setoffs from customers and suppliers in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, customer programs, returns, promotional funding, and other disputes between the Debtors and their customers and/or suppliers. These routine setoffs are consistent with the ordinary course of business in the Debtors' industry, and, therefore, can be particularly voluminous, unduly burdensome, and costly for the Debtors to regularly document. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and, as such, are excluded from the Debtors' Schedules and Statements. Any setoff of a prepetition debt to be applied against the Debtors is subject to the automatic stay and must comply with section 553 of the Bankruptcy Code.
13. **Inventory.** Inventories are valued at cost on the company balance sheet using the average cost method. Inventory reserves and adjustments are based on calculations of a sample store physical inventory results, product-mix adjustments, and other inventory reserves on the Debtors' books and records. As such, individual inventory balances reported include inventory reserves.
14. **Property, plant and equipment.** Store furniture and fixtures and leasehold improvements are amortized over the lesser of their estimated useful lives or the remaining available lease terms, up to a maximum life of 10 years. Computer equipment is amortized over their estimated useful lives, up to a maximum life of 5 years. The inventories, property and equipment listed in these Schedules are presented without consideration of any mechanics' or other liens.
15. **Debtors' Reservation of Rights.** Nothing contained in the Schedules, Statements, or Notes shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, the following:
 - a. Any failure to designate a claim listed on the Debtors' Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed,"

“contingent,” or “unliquidated.” The Debtors reserve the right to dispute and to assert setoff rights, counterclaims, and defenses to any claim reflected on its Schedules as to amount, liability, and classification, and to otherwise subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.”

- b. The listing of a claim (a) on Schedule D as “secured,” (b) on Schedule E/F (Part 1) as “priority,” (c) on Schedule E/F (Part 2) as “unsecured,” or (d) listing a contract or lease on Schedule G as “executory” or “unexpired” does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors’ rights to recharacterize or reclassify such claim or contract pursuant to a schedule amendment, claim objection or otherwise. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors’ assets in which such creditors may have a security interest has been undertaken. Except as provided in an order of the Court, the Debtors reserve all rights to dispute and challenge the secured nature or amount of any such creditor’s claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor’s claim.
- c. In the ordinary course of their business, the Debtors may lease equipment from certain third-party lessors for use in the daily operation of its business. Any such leases are set forth in Schedule G and any current amount due under such leases that were outstanding as of the Petition Date is listed on Schedule E/F. The property subject to any of such leases is not reflected in Schedule A/B as either owned property or assets of the Debtors nor is such property or assets of third parties within the control of the Debtors. Nothing in the Schedules is or shall be construed as an admission or determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to any of such issues, including the recharacterization thereof.
- d. The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors’ books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections and/or setoffs with respect to the same.
- e. The Debtors’ businesses are part of a complex enterprise. Although the Debtors have exercised their reasonable efforts to ensure the accuracy of their Schedules and Statements, they nevertheless may contain errors and omissions. The Debtors hereby reserve all of their rights to dispute the validity, status, and enforceability of any contracts, agreements, and leases

set forth on the Debtors' Schedules and Statements, and to amend and supplement the Schedules and Statements as necessary.

- f. The Debtors further reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules and Statements, including, but not limited to, the right to dispute and challenge the characterization or the structure of any transaction, document, and instrument related to a creditor's claim.
 - g. The Debtors exercised their reasonable efforts to locate and identify guarantees and other secondary liability claims (the "***Guarantees***") in their executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Where such Guarantees have been identified, they are included in the relevant Schedules and Statements. Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements inadvertently may have been omitted. Thus, the Debtors reserve their rights to amend and supplement the Schedules and Statements to the extent that additional Guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements to re-characterize and reclassify any such contract or claim.
 - h. Listing a contract or lease on the Debtors' Schedules and Statements shall not be deemed an admission that such contract is an executory contract, such lease is an unexpired lease, or that either necessarily is a binding, valid, and enforceable contract. The Debtors hereby expressly reserve the right to assert that any contract listed on the Debtors' Schedules and Statements does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code, as well as the right to assert that any lease so listed does not constitute an unexpired lease within the meaning of section 365 of the Bankruptcy Code.
 - i. In the past two years, the Debtors operated through certain entities that were subsequently dissolved prior to the Commencement Date. No revenue, assets or liabilities associated with these entities have been reported in the Debtors' Schedules or Statements.
16. **Global Notes Control.** In the event that the Schedules or Statements differ from any of the foregoing Global Notes, the Global Notes shall control.

Specific Notes with Respect to the Debtors' Schedules of Assets and Liabilities

1. Schedule A/B.

- a. **A/B.3.** As set forth more fully in the Cash Management Motion, the Debtors fund their operations through a series of disbursement accounts. The Debtors maintain certain of these disbursement accounts as zero-balance accounts, and, therefore, such accounts do not carry a cash balance at the close of each business day. The values assigned to the Debtors' interest in these accounts are net of any disbursements made therefrom as of the close of business on the Reporting Date. Accordingly, due to the timing of account reconciliations and the flow of funds in the Debtors' Cash Management System, the values assigned to the Debtors' interest in these accounts may be listed as negative dollar amounts.
- b. **A/B.10-12.** The Debtors' accounts receivable information includes receivables from the Debtors' customers or other parties, which are calculated net of any amounts that, as of the Reporting Date, may be owed to such customers or parties in the form of offsets or other price adjustments pursuant to the Debtors' customer programs and day-to-day operations or may, in the Debtors' opinion, be difficult to collect from such parties due to the passage of time or other circumstances.
- c. **A/B.18-26.** Schedule A/B items 18-26 identifies the estimated value of the Debtors' inventories. The Debtors have estimated an amount of lost or damaged inventory and deducted such amount from their inventory balance.
- d. **A/B.63, 67.** Certain of the Debtors have customer information from gift card programs and credit card and online sales, which information includes personally identifiable information. The Debtors do not sell or actively maintain these lists, but maintain certain records in the ordinary course of business. Due to the need to protect confidential information and individual privacy, the Debtors have not furnished any customer lists on their Schedules.
- e. **A/B.70-76.** Despite exercising their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. Unless otherwise noted on specific responses, items reported on Schedule A/B are reported from the Debtors' book and records as of the Commencement Date. The Debtors reserve all of their rights with respect to any claims and causes of action they may have. Neither these Notes nor the Schedules shall be deemed a waiver of

any such claims or causes of action or to prejudice or impair the assertion thereof in any way.

- f. **A/B. 77.** Certain prepaid or amortized assets are listed on Schedule A/B, Item 77 in accordance with the Debtors' books and records. These amounts do not necessarily reflect assets the Debtors will be able to collect or realize.
2. **Schedule D.** The claims listed on Schedule D, as well as the guarantees of those claims listed on Schedule H, arose and were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. To the best of the Debtors' knowledge, all claims listed on Schedule D arose or were incurred before the Commencement Date. The amounts in Schedule D are consistent with the Debtors' stipulations set forth in the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364 and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure* (i) *Authorizing Incurrence by the Debtors of Postpetition Secured Indebtedness*, (ii) *Granting Liens*, (iii) *Authorizing Use of Cash Collateral by the Debtors and Providing for Adequate Protection*, and (iv) *Modifying the Automatic Stay* [ECF No. 298] (the "**DIP Order**"), which are subject to investigation and challenge by the Creditors' Committee or other parties in interest, all as more fully set forth in the DIP Order.

Except as otherwise agreement or stated pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court that is or becomes final, including the DIP Order, the Debtors and their estates reserve their right to dispute and challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor and, subject to the foregoing limitations, note as follows: (a) although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken; (b) the Debtors have included the results of UCC lien searches performed prior to the Commencement Date (the reporting of such results, however, shall not be deemed an admission as to the validity or existence of any such lien); (c) the Debtors reserve all rights to dispute and challenge the secured nature of any creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim; and (d) the descriptions provided on Schedule D only are intended to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens.

Detailed descriptions of the Debtors' prepetition debt structure and descriptions of collateral relating to the debt contained on Schedule D are contained in the *Declaration of David J. Dick Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York* [ECF No. 4] (the "**First Day**

Declaration”). As described in the First Day Declaration, the priority of the Debtors’ prepetition secured debt is set forth in that certain intercreditor agreement, dated as of May 23, 2014 (the “**Intercreditor Agreement**”). The Intercreditor Agreement was superseded, in part, pursuant to the DIP Order. Please see the DIP Order for additional detail.

Except as specifically stated herein, real property lessors, equipment lessors, utility companies, and other parties which may hold security deposits or other security interests have not been listed on Schedule D. The Debtors have not listed on Schedule D any parties whose claims may be secured through rights of setoff, deposits, or advance payments posted by, or on behalf of, the Debtors, or judgment or statutory lien rights.

3. **Schedule E/F**

- a. **(Part 1).** The claims listed on Schedule E/F (Part 1) arose and were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. To the best of the Debtors’ knowledge, all claims listed on Schedule E/F arose or were incurred before the Commencement Date.

The Debtors have not listed any tax, wage, or wage-related obligations which the Debtors have paid pursuant to First-Day Orders on Schedule E/F. The Debtors reserve the right to dispute or challenge whether creditors listed on Schedule E/F are entitled to priority claims.

Claims owing to various taxing authorities to which the Debtors potentially may be liable are included on the Debtors’ Schedule E/F. Certain of such claims, however, may be subject to ongoing audits and/or the Debtors otherwise are unable to determine with certainty the amount of the remaining claims listed on Schedule E/F. Therefore, the Debtors have listed all such claims as unliquidated, pending final resolution of ongoing audits or other outstanding issues.

The Debtors reserve the right to assert that any claim listed on Schedule E/F does not constitute a priority claim under the Bankruptcy Code.

- b. **(Part 2).** The Debtors have exercised their reasonable efforts to list all liabilities on Schedule E/F of each applicable Debtor. As a result of the Debtors’ consolidated operations, however, the reader should review Schedule E/F for all Debtors in these cases for a complete understanding of the unsecured debts of the Debtors. Certain creditors listed on Schedule E/F may owe amounts to the Debtors, and, as such, the Debtors may have valid setoff and recoupment rights with respect to such amounts. The amounts listed on Schedule E/F may not reflect any such right of setoff or recoupment, and the Debtors reserve all rights to assert the same and to

dispute and challenge any setoff and/or recoupment rights that may be asserted against the Debtors by a creditor. Additionally, certain creditors may assert mechanic's, materialman's, or other similar liens against the Debtors for amounts listed on Schedule E/F. The Debtors reserve their rights to dispute and challenge the validity, perfection, and immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule E/F of any Debtor. In addition, certain claims listed on Schedule E/F (Part 2) may be entitled to priority under 11 U.S.C. § 503(b)(9).

The Debtors have made reasonable efforts to include all unsecured creditors on Schedule E/F including, but not limited to, trade creditors, occupancy creditors, consultants, and other service providers; however, the Debtors believe that there are instances where creditors have yet to provide proper invoices for prepetition goods or services. While the Debtors maintain general accruals to account for these liabilities in accordance with GAAP, these amounts are estimates and have not been included on Schedule E/F.

Schedule E/F also contains information regarding pending litigation involving the Debtors. In certain instances, the relevant Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is included on that Debtor's Schedule E/F. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F includes the aggregate net intercompany payable amounts that may or may not result in allowed or enforceable claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the Intercompany Claims are enforceable or collectable. The intercompany payables also may be subject to set off, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

Schedule E/F does not include certain balances including deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals primarily represent general estimates of liabilities and do not represent specific claims as of the Commencement Date. The Debtors have made reasonable efforts to include as contingent, unliquidated and/or disputed the claim of any party not included on the Debtors' open accounts payable that is associated with an account that has accrual or receipt not invoiced.

The claims of individual creditors may not reflect credits and/or allowances due from creditors to the applicable Debtor. The Debtors reserve all of their rights with respect to any such credits and/or

allowances, including the right to assert objections and/or setoffs or recoupments with respect to same.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain non-priority unsecured claims, pursuant to the First-Day Orders. To the extent practicable, each Debtor's Schedule E/F is intended to reflect the balance as of May 3, 2016, adjusted for postpetition payments of some or all of the Court-approved payments. Each Debtor's Schedule E/F will reflect some of the Debtor's payments of certain claims pursuant to these orders, and, to the extent an unsecured claim has been paid or may be paid, it is possible such claim is not included on Schedule E/F. Certain Debtors may pay additional claims listed on Schedule E/F during these Chapter 11 cases pursuant to these and other orders of the Bankruptcy Court and the Debtors reserve all of their rights to update Schedule E/F to reflect such payments or to modify the claims register to account for the satisfaction of such claim. Additionally, Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that have been, or may be, rejected.

4. **Schedule G.** Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the "**Agreements**"), review is ongoing and inadvertent errors, omissions or over-inclusion may have occurred. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements which may not be set forth in Schedule G. In addition, as described herein, certain confidential information has been omitted or redacted.

The Debtors have not listed short-term purchase and sales orders because of their large number and transitory nature. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Petition Date or is valid or enforceable. The Agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed on Schedule G. Executory agreements that are oral in nature have not been included in Schedule G.

Any and all of the Debtors' rights, claims and causes of action with respect to the Agreements listed on Schedule G are hereby reserved and preserved, and as such, the Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any Agreements set forth on Schedule G, (ii) dispute or

challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim, including, but not limited to, the Agreements listed on Schedule G and (iii) to amend or supplement such Schedule as necessary.

Certain of the Agreements listed on Schedule G may have been entered into on behalf of more than one of the Debtors. Additionally, the specific Debtor obligor(s) to certain of the Agreements could not be specifically ascertained in every circumstance. In such cases, the Debtors have made reasonable efforts to identify the correct Debtors' Schedule G on which to list the agreement and, where a contract party remained uncertain, such Agreements may have been listed on a different Debtor's Schedule G.

5. **Schedule H.** The debtors are party to various debt agreements which were executed by multiple Debtors and other domestic subsidiaries. The obligations of guarantors under prepetition, secured credit agreements are noted on Schedule H for each individual debtor. In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. Some of these matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed on each Debtor's Schedule E/F and SOFA 7, as applicable, they have not been set forth individually on Schedule H. Further, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or non-Debtors. To the extent there are guarantees connected with any joint ventures to which the Debtors may be a party, such agreements are not identified in the Debtors' Schedules. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Specific Notes With Respect to the Debtors' Statements of Financial Affairs

1. **SOFA 1.** The income stated in the Debtors' response to SOFA 1 is consistent with the consolidated sales disclosed in compliance with GAAP. The Debtors did not make specific adjustments to sales to account for certain nuances such as vendor allowances that may result in incremental cash receipts, but are recognized as reductions to cost of goods sold.

The Debtors' fiscal year ends on the last Saturday in January:

FY 2014: Comprised of 52 weeks ending January 31, 2015, consisting of four 13-week periods.

FY 2015: Comprised of 52 weeks ending January 30, 2016, consisting of four 13-week periods.

FY 2016: Comprised of 52 weeks ending January 28, 2017, consisting of four 13-week periods. This amount includes income in the 13-weeks ending April 30, 2016.

2. **SOFA 3.** The obligations of the Debtors are primarily paid by and through Aéropostale, notwithstanding the fact that certain obligations may be obligations of one or more of the affiliated debtors. Certain negative amounts may appear in the Debtors' response to SOFA 3 as a result of allocating consolidated payments to the appropriate Debtor that may have incorporated ordinary course credits or offsets available to the Debtor at the time of payment.

The payments disclosed in SOFA 3 are based on payments made by the Debtors with payment dates from February 4, 2016 to May 4, 2016. The actual dates that cash cleared the Debtors' bank accounts were not considered. The Debtors' accounts payable system does not include the corresponding payment clear dates and compiling this data would have required a significant manual review of individual bank statements. It is expected, however, that many payments included in SOFA 3 have payment clear dates that are the same as payment dates (e.g., wires and other forms of electronic payments).

The response to SOFA 3 excludes disbursements or transfers in SOFA 9, SOFA 11 and payments made relating to certain employee obligations including medical expenses.

Amounts still owed to creditors will appear on the Schedules of Assets and Liabilities for each of the Debtors.

3. **SOFA 4.** For purposes of the Schedules and Statements, the Debtors define insiders as individuals that, based upon the totality of circumstances, have a controlling interest in, or exercise sufficient control over the respective Debtor so as to unqualifiably dictate corporate policy and the disposition of assets. The Debtors do not take any position with respect to (i) such person's influence over

the control of the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an “insider” under applicable law, including the federal securities law, or with respect to any theories of liability or any other purposes. As such, the Debtors reserve all rights to dispute whether someone identified in response to SOFA 4 is in fact an “insider” as defined in section 101(13) of the Bankruptcy Code. For more information regarding each Debtor’s officers and directors, see SOFA 28 and SOFA 29.

The payroll-related amounts shown in response to this question for any salary, bonus or additional compensation, and/or severance payments are gross amounts that do not include reductions for amounts including employee tax or benefit withholdings.

In the ordinary course of business, certain corporate or personal credit cards utilized by an insider are used to pay for travel and business-related expenses for various other individuals employed by the Debtors. As it would be unduly burdensome for the Debtors to analyze which credit card expenses related to those incurred on behalf of an insider as opposed to another employee (or the Debtors), the Debtors have listed the aggregate amount paid for such expenses.

Amounts still owed to creditors will appear on the Schedules of Assets and Liabilities for each of the Debtors.

4. **SOFA 5.** The operating Debtors occasionally return damaged, unsatisfactory or out of specification goods to vendors in the ordinary course of business. Other than ordinary course items, the Debtors are not aware of any property that has been returned to the seller.
5. **SOFA 6.** The Debtors accept payment in their various locations in the form of credit cards. As a result of the relationship with the credit card processing companies, the Debtors are involved in setoff transactions every day. Further, the Debtors’ relationships with their vendors require setoffs on regular cycles (weekly and monthly). Documentation of these setoff transactions for the 90 days prior to the Commencement Date would be onerous and unwieldy. Consequently, the Debtors have not attempted to report this information on these Statements.

The operating Debtors engage in certain customer programs, including return and refund programs pursuant to which customers may receive credits. Such transactions were not considered setoffs for the purpose of responding to SOFA 6, although the Debtors reserve all rights with respect thereto and make no admission of waiver thereby.

6. **SOFA 7.** The actions described in response to SOFA 7 are the responsive proceedings or pending proceedings of which the Debtors are aware. The actions

described in SOFA 7 include patent infringement, employee matters, and personal injury suits.

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings. Further, the Debtors own property in numerous jurisdictions and in the ordinary course of business have disputed property valuations/tax assessments. The Debtors have not listed such disputes on SOFA 7.

7. **SOFA 9.** The donations and/or charitable contributions listed in response to SOFA 9 represent payments made to third parties during the applicable timeframe that were recorded as such within the Debtors' books and records.
8. **SOFA 10.** The losses listed may exclude those incurred in the ordinary course of business or those where the amount is *de minimis*. Amounts listed may include the value of property or estimated claim amounts for shrinkage and damage, as well as other amounts.
9. **SOFA 11.** All payments for services of any entities who provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately preceding the Commencement Date were made by Aéropostale, Inc. and are, therefore, listed on that Debtor's response to SOFA 11. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms and related orders.
10. **SOFA 13.** The Debtors may, from time to time and in the ordinary course of business, transfer equipment and other assets and/or sell certain equipment and other assets to third parties. These types of ordinary course transfers have not been disclosed in SOFA 13.

To the extent that the Debtors vacated store locations during the three years immediately preceding the Commencement Date, information on these former store locations is contained in the Debtors' response to SOFA 14. As part of the store closure process, the Debtors may sell equipment, hardware and other assets with value to interested parties such as the landlord and/or third party liquidators. The Debtors may also abandon assets in place at the locations for which they have no future use or have been unable to sell to a third party. Certain *de minimis* transfers of assets resulting from such actions may not have been captured in the Debtors' response to SOFA 13.

11. **SOFA 21.** In the ordinary course of business, the Debtors' retail locations contain various equipment and items owned by others including, but not limited to, copy machines and computer hardware. Additionally, the Debtors may utilize leased property in their ordinary course of business. Therefore, the Debtors may hold property subject to leases listed on the Debtors' Schedule G.
12. **SOFA 25.** The Debtors have used their reasonable efforts to identify the beginning and ending dates of all businesses in which the Debtors were a partner or owned five percent or more of the voting or equity securities within the six years immediately preceding the Commencement Date. In certain instances, however, the dissolution dates of certain entities that are no longer in existence were not readily available and, therefore, are not included in SOFA 25. All such entities were either merged with other entities owned by the Debtors or were dissolved prior to the Commencement Date.
13. **SOFA 26(d).** The Debtors provided financial statements in the ordinary course of business to certain parties for business, statutory, credit, financing and other reasons. Recipients have included regulatory agencies, financial institutions, investment banks, debtholders, and their legal and financial advisors. Financial statements have also been provided to other parties as requested.
14. **SOFA 29.** Disclosures relate specifically to terminated job titles or positions and are not indicative of the individuals' current employment status with the Debtors.
15. **SOFA 30.** Any and all known disbursements to insiders of the Debtors, as defined above, have been listed in the response to SOFA 4. The items listed under SOFA 30 incorporate by reference any items listed under SOFA 4, and vice versa.

Fill in this information to identify the case:

Debtor name **Aéropostale West, Inc.**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) **16-11277**

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:	
Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property:	
Copy line 91A from <i>Schedule A/B</i>	\$ 1,748,764,396.26
1c. Total of all property:	
Copy line 92 from <i>Schedule A/B</i>	\$ 1,748,764,396.26

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)	
Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 0.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims:	
Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 70,250.31
3b. Total amount of claims of nonpriority amount of unsecured claims:	
Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 1,203,068,023.27
4. Total liabilities	
Lines 2 + 3a + 3b	\$ 1,203,138,273.58

Fill in this information to identify the case:

Debtor name Aéropostale West, Inc.
United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK
Case number (if known) 16-11277

☐ Check if this is an amended filing

Official Form 206A/B Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts *(Identify all)*
Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. **See Schedule A/B: Part 1, Question 3 attachment**

\$1,435,158.42

4. Other cash equivalents *(Identify all)*

4.1. **Imprest fund at Stores**

\$192,270.00

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,627,428.42

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits
Description, including name of holder of deposit

7.1. **See Schedule A/B: Part 2, Question 7 attachment**

\$25,328.65

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent
Description, including name of holder of prepayment

Debtor Aéropostale West, Inc. Case number (If known) 16-11277
Name

8.1. **Prepaid Rent** **\$2,115,068.55**

9. **Total of Part 2.** **\$2,140,397.20**
Add lines 7 through 8. Copy the total to line 81.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**
11a. 90 days old or less: 1,699,834,756.00 - 0.00 = \$1,699,834,756.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.** **\$1,699,834,756.00**
Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Part 4: Investments

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

		Valuation method used for current value	Current value of debtor's interest
14. Mutual funds or publicly traded stocks not included in Part 1 Name of fund or stock:			
15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture Name of entity:	% of ownership		
15.1. <u>Aeropostale Procurement Co., Inc.</u>	<u>100.00</u> %	<u>N/A</u>	<u>\$23,144,719.00</u>

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.** **\$23,144,719.00**
Add lines 14 through 16. Copy the total to line 83.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				

Debtor Aéropostale West, Inc. Case number (If known) 16-11277
Name

20. **Work in progress**

21. **Finished goods, including goods held for resale**
Inventory January 2016 \$18,023,705.00 **Average Cost LCM** \$18,023,705.00

22. **Other inventory or supplies**

23. **Total of Part 5.** **\$18,023,705.00**
Add lines 19 through 22. Copy the total to line 84.

24. **Is any of the property listed in Part 5 perishable?**

- ☒ No
☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☒ No
☐ Yes. Book value _____ Valuation method _____ Current Value _____

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
Office Fixtures	\$3,201,316.87	Recent cost	\$3,201,316.87

41. Office equipment, including all computer equipment and communication systems equipment and software			
Office Equipment	\$792,073.77	Recent cost	\$792,073.77

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.** **\$3,993,390.64**
Add lines 39 through 42. Copy the total to line 86.

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No

Debtor Aéropostale West, Inc.
Name

Case number (If known) 16-11277

☒ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

☐ No

☒ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

☒ No. Go to Part 9.

☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

☒ No. Go to Part 10.

☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

☐ No. Go to Part 11.

☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets See Schedule A/B: Part 10, Question 60 Attachment	Unknown		Unknown

61. Internet domain names and websites

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?)

☒ No

☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

☒ No

☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 11: All other assets

Debtor Aéropostale West, Inc. Case number (If known) 16-11277
Name

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.

☐ Yes Fill in the information below.

Debtor Aéropostale West, Inc.
Name

Case number (If known) 16-11277

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$1,627,428.42</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$2,140,397.20</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$1,699,834,756.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$23,144,719.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$18,023,705.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$3,993,390.64</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$1,748,764,396.26</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$1,748,764,396.26</u>

Schedule A/B: Part 1, Question 3 - Checking, savings, money market, or financial brokerage account

Name of Institution	Type of Account	Account Number	Amount as of Petition
American Savings Bank	Depository Acct	*****8787	\$27,801.73
Bank of Colorado	Depository Acct	*****0864	\$17,714.45
Bank of Hawaii	Depository Acct	*****9519	\$12,647.84
Bank of Hawaii	Depository Acct	*****9500	\$18,241.99
Bank of the West	Depository Acct	*****1387	\$12,766.29
BOA West Store Consolidated	Depository Acct	*****2358	\$534,776.32
Citibank	Depository Acct	*****8483	\$36,408.42
Citibank	Depository Acct	*****2859	\$47,019.69
Columbia Bank	Depository Acct	*****3020	\$2,799.52
First Bank of Colorado	Depository Acct	*****1323	\$17,731.18
First Interstate	Depository Acct	*****6359	\$4,727.21
First Interstate	Depository Acct	*****6353	\$9,982.01
First National Bank of Colorado	Depository Acct	*****1617	\$35,377.51
JP Morgan Chase	Depository Acct	*****8851	\$2,381.92
JP Morgan Chase	Depository Acct	*****6682	\$8,507.64
JP Morgan Chase	Depository Acct	*****0265	\$14,610.74
JP Morgan Chase	Depository Acct	*****9479	\$23,824.98
JP Morgan Chase	Depository Acct	*****3242	\$25,827.37
JP Morgan Chase	Depository Acct	*****1778	\$26,696.23
JP Morgan Chase	Depository Acct	*****3538	\$29,188.37
JP Morgan Chase	Depository Acct	*****9550	\$31,575.94
JP Morgan Chase	Depository Acct	*****3253	\$31,595.21
JP Morgan Chase (combo #3353)	Depository Acct	*****5361	\$51,869.12
JP Morgan Chase (combo #3383)	Depository Acct	*****0708	\$47,608.99
Key Bank	Depository Acct	*****7483	\$6,520.35
Key Bank	Depository Acct	*****5661	\$9,702.63
Key Bank	Depository Acct	*****6252	\$18,558.34
Tri Counties Bank	Depository Acct	*****6746	\$11,348.39
UMB	Depository Acct	*****2697	\$27,493.36
Union Bank of California	Depository Acct	*****8442	\$29,827.35
US Bank West Consolidated	Depository Acct	*****9638	\$238,263.92
Washington Federal	Depository Acct	*****0368	\$21,763.41
		Total:	\$1,435,158.42




Schedule A/B: Part 2, Question 7 - Deposits, including security deposits and utility deposits

Payee	Account Number	Description of Deposit	Amount as of Petition
Cascade Natural Gas	465083145	GAS / ELECTRIC	\$295.00
City Of Loveland Water and Power	109872-40088	WATER	\$100.00
District Water Power	50610069	ELECTRIC	\$3,300.00
Nevada Department Of Taxation (Store 735 deposit for sales tax)		Sales Tax	\$11,250.00
NV Energy	3000213977010920000	GAS / ELECTRIC	\$1,145.00
NV Energy	3000213977017240000	ELECTRIC	\$2,285.00
Puget Elec	305-630-531-5	GAS / ELECTRIC	\$1,458.00
Southern Edison California	2268831468	GAS / ELECTRIC	\$1,400.00
The Gas Company	190-141-8581-3	Gas	\$50.00
UniSourceEnergy	5492853624	ELECTRIC	\$4,000.00
WI		GAS / ELECTRIC	\$45.65
		Total:	\$25,328.65




Trademarks


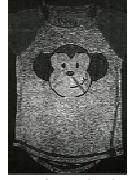
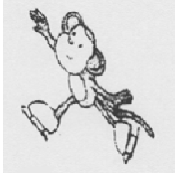


	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Owner
45.							
46.							
47.							
48.							
49.							
50.							
51.							
52.							
53.							
54.	JIMMY'Z	Registered	73/565,650	23-Oct-1985	1411390	30-Sep-1986	Aeropostale West, Inc.
55.	JIMMY'Z	Registered	73/672,609	17-Jul-1987	1490256	31-May-1988	Aeropostale West, Inc.
56.	JIMMY'Z	Registered	78/566,750	14-Feb-2005	3240506	08-May-2007	Aeropostale West, Inc.
57.	JIMMY'Z	Registered	78/690,060	10-Aug-2005	3170960	14-Nov-2006	Aeropostale West, Inc.

	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Owner
58.	JIMMY'Z	Registered	78/690,065	10-Aug-2005	3170961	14-Nov-2006	Aeropostale West, Inc.
59.	JIMMY'Z	Registered	78/690,075	10-Aug-2005	3299252	25-Sep-2007	Aeropostale West, Inc.
60.	JIMMY'Z	Registered	78/977,516	09-Sep-2003	3160988	17-Oct-2006	Aeropostale West, Inc.
61.	JIMMY'Z	Registered	77/123,172	06-Mar-2007	3447587	17-Jun-2008	Aeropostale West, Inc.
62.	JIMMY'Z	Registered	85/982,067	29-Apr-2011	4594167	29-Apr-2011	Aeropostale West, Inc.
63.							
64.							
65.							
66.							
67.							
68.							
69.							
70.							


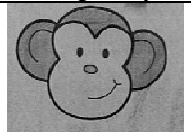
	Trademark	Status	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Owner
89.							
90.							
91.							
92.	WOODY CAR DESIGN 	Registered	85/308,597	29-Apr-2011	4184146	31-Jul-2012	Aeropostale West, Inc.
93.	WOODY CAR DESIGN (REAR VIEW) 	Registered	78/605,132	08-Apr-2005	3262442	10-Jul-2007	Aeropostale West, Inc.
94.	WOODY CAR DESIGN SIDE VIEW 	Registered	78/976,863	08-Apr-2005	3146955	19-Sep-2006	Aeropostale West, Inc.

US STATE/PUERTO RICO TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Status	Jurisdiction	Registration Number	Registration Date	Owner
Design Only	RENEWED FL	U.S. STATE FLORIDA	T05000000906	14-JUL-2005	AEROPOSTALE WEST, INC.
Design Only	RENEWED AZ	U.S. STATE ARIZONA	49822	26-AUG-2005	AEROPOSTALE WEST, INC.
 Design Only	RENEWED OR	U.S. STATE OREGON	38558	14-JUN-2005	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CA	U.S. STATE CALIFORNIA	110964	10-JUN-2005	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CT	U.S. STATE CONNECTICUT	22375	09-JUN-2005	AEROPOSTALE WEST, INC.
Design Only	RENEWED NY	U.S. STATE NEW YORK	R30625	09-JUN-2005	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CO	U.S. STATE COLORADO	20051220460	03-JUN-2005	AEROPOSTALE WEST, INC.
 Design Only	RENEWED WA	U.S. STATE WASHINGTON	33151	03-JUN-2005	AEROPOSTALE WEST, INC.
 Design Only	REGISTERED NJ	U.S. STATE NEW JERSEY	22033	06-JAN-2005	AEROPOSTALE WEST, INC.
 Design Only	REGISTERED NJ	U.S. STATE NEW JERSEY	22034	06-JAN-2005	AEROPOSTALE WEST, INC.
Design Only	RENEWED FL	U.S. STATE FLORIDA	T04000001652	28-DEC-2004	AEROPOSTALE WEST, INC.

Trademark	Status	Jurisdiction	Registration Number	Registration Date	Owner
Design Only	RENEWED FL	U.S. STATE FLORIDA	T04000001653	28-DEC-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CA	U.S. STATE CALIFORNIA	110583	15-DEC-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CA	U.S. STATE CALIFORNIA	110584	15-DEC-2004	AEROPOSTALE WEST, INC.
Design Only	REGISTERED CT	U.S. STATE CONNECTICUT	22221	30-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CO	U.S. STATE COLORADO	20041410856	30-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED OR	U.S. STATE OREGON	38132	30-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CT	U.S. STATE CONNECTICUT	22223	30-NOV-2004	AEROPOSTALE WEST, INC.

Trademark	Status	Jurisdiction	Registration Number	Registration Date	Owner
 Design Only	RENEWED CT	U.S. STATE CONNECTICUT	22220	30-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CT	U.S. STATE CONNECTICUT	22222	30-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED WA	U.S. STATE WASHINGTON	32720	30-NOV-2004	AEROPOSTALE WEST, INC.
Design Only	REGISTERED WA	U.S. STATE WASHINGTON	32724	29-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED NY	U.S. STATE NEW YORK	R30524	30-NOV-2004	AEROPOSTALE WEST, INC.
Design Only	RENEWED CO	U.S. STATE COLORADO	20041408364	29-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED CO	U.S. STATE COLORADO	20041408373	29-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED WA	U.S. STATE WASHINGTON	32722	29-NOV-2004	AEROPOSTALE WEST, INC.
Design Only	RENEWED OR	U.S. STATE OREGON	38130	26-NOV-2004	AEROPOSTALE WEST, INC.

Trademark	Status	Jurisdiction	Registration Number	Registration Date	Owner
 Design Only	RENEWED WA	U.S. STATE WASHINGTON	32723	29-NOV-2004	AEROPOSTALE WEST, INC.
 Design Only	RENEWED NY	U.S. STATE NEW YORK	R30520	26-NOV-2004	AEROPOSTALE WEST, INC.
AEROPOSTALE Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72455	06-MAR-2007	AEROPOSTALE WEST, INC.
AEROPOSTALE Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72454	06-MAR-2007	AEROPOSTALE WEST, INC.
AEROPOSTALE Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72459	06-MAR-2007	AEROPOSTALE WEST, INC.
AEROPOSTALE Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72460	06-MAR-2007	AEROPOSTALE WEST, INC.
AERO Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72461	06-MAR-2007	AEROPOSTALE WEST, INC.
AERO Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72457	06-MAR-2007	AEROPOSTALE WEST, INC.
AERO Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72458	06-MAR-2007	AEROPOSTALE WEST, INC.
AERO Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72456	06-MAR-2007	AEROPOSTALE WEST, INC.
87 Word Only	REGISTERED PR	U.S. STATE PUERTO RICO	72465	06-MAR-2007	AEROPOSTALE WEST, INC.

Copyrights

	Copyright	Status	Reg. No.	Reg. Date	Claimant
1.					
2.	ANGEL MONKEY	Registered	VA 1-286-995	24-Nov-2004	AEROPOSTALE WEST, INC.
3.					
4.	BUBBLE MONKEY	Registered	VA 1-286-990	24-Nov-2004	AEROPOSTALE WEST, INC.
5.	BUTTERFLY TURTLE	Registered	VAu 646-523	24-Nov-2004	AEROPOSTALE WEST, INC.
6.					
7.	MONKEY BANANA	Registered	VA 1-286-997	24-Nov-2004	AEROPOSTALE WEST, INC.
8.	MONKEY FACES	Registered	VA 1-286-989	24-Nov-2004	AEROPOSTALE WEST, INC.
9.	MONKEY FLOWER	Registered	VA 1-286-987	24-Nov-2004	AEROPOSTALE WEST, INC.
10.	MONKEY HEAD BANANA	Registered	VA 1-286-993	24-Nov-2004	AEROPOSTALE WEST, INC.
11.	MONKEY HEART BALLOON	Registered	VA 1-286-992	24-Nov-2004	AEROPOSTALE WEST, INC.
12.	MONKEY HEART	Registered	VA 1-286-986	24-Nov-2004	AEROPOSTALE WEST, INC.
13.	MONKEY ICE SKATES	Registered	VA 1-286-998	24-Nov-2004	AEROPOSTALEWEST, INC.
14.	MONKEY NAH NAH	Registered	VA 1-378-471	13-Oct-2006	AEROPOSTALE WEST, INC.
15.	MONKEY PILLOW FIGHT	Registered	VA 1-286-991	24-Nov-2004	AEROPOSTALE WEST, INC.
16.	MONKEY SNOWFLAKE	Registered	VA 1-286-999	24-Nov-2004	AEROPOSTALE WEST, INC.
17.					
18.					
19.	PAJAMA PARTY	Registered	VA 1-286-994	24-Nov-2004	AEROPOSTALE WEST, INC.

	Copyright	Status	Reg. No.	Reg. Date	Claimant
20.	SANTA TURTLE	Registered	VA 1-286-998	24-Nov-2004	AEROPOSTALE WEST, INC.
21.					
22.	SURFING MONKEY	Registered	VAu 646-389	24-Nov-2004	AEROPOSTALE WEST, INC.
23.	TURTLE TOSS	Registered	VA 1-288-996	24-Nov-2004	AEROPOSTALE WEST, INC.
24.	WHALE GRAPHIC	Registered	VA 1-291-513	26-Nov-2004	AEROPOSTALE WEST, INC.
25.					

Fill in this information to identify the case:

Debtor name Aéropostale West, Inc.
United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK
Case number (if known) 16-11277

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1	See Schedule D Attachment Creditor's Name Describe debtor's property that is subject to a lien Describe the lien Is the creditor an insider or related party? <input type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
	Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number		

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. \$0.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity

In re Aéropostale West, Inc.
Case No. 16-11277
Schedule D: Part 1 - Creditors Who Have Claims Secured by Property

										Insider or Related Party?	CoDebtor	If Multiple Creditors Have in Interest in the Same Property, Specific Each Creditor and Its Relative Priority	Date Debt was Incurred, Description of Debtor's Property Subject to the Lien and the Nature of Lien	Contingent	Unliquidated	Disputed	Amount of Claim (Do not deduct the value of the collateral)	Value of Collateral that Supports this Claim
Creditor Name	Address1	Address2	Address3	City	State	Zip	Email	Last 4 Digits of Account Number										
Aero Investors, LLC, as Agent	c/o Sycamore Partners	9 West 57th Street	31st Floor	New York	NY	10019	skaluzny@sycamorepartners.com; jwoodworth@sycamorepartners.com				x		May 23, 2014, Transaction Documents by and among AERO INVESTORS, LLC, its affiliates and AEROPOSTALE, INC.	X	X	X	Unliquidated	Unknown
Bank of America, N.A.	100 Federal Street	9th Floor		Boston	MA	02110					x		November 14, 2007				\$0.00	Unknown
Bank of America, N.A.	100 Federal Street	9th Floor		Boston	MA	02110					x		September 13, 2011				\$0.00	Unknown
Bank of America, N.A.	100 Federal Street	9th Floor		Boston	MA	02110					x		January 16, 2014				\$0.00	Unknown
Bank of America, N.A.	100 Federal Street	9th Floor		Boston	MA	02110					x		January 16, 2014				\$0.00	Unknown
Bank of America, N.A.	100 Federal Street	9th Floor		Boston	MA	02110					x		February 7, 2014				\$0.00	Unknown
Fleet Retail Finance Inc. , as Agent	40 Broad Street			Boston	MA	02109					x		February 1, 2002		X		Unliquidated	Unknown

Fill in this information to identify the case:

Debtor name **Aéropostale West, Inc.**
United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
Case number (if known) **16-11277**

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address See Attached Schedule E/F, Part 1	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$70,250.31 \$70,250.31
	Date or dates debt was incurred	Basis for the claim:	
	Last 4 digits of account number	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
	Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address See Schedule E/F: Part 2 Attachment	\$1,203,068,023.27
	Date(s) debt was incurred	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Last 4 digits of account number	Basis for the claim: Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5a.

Total of claim amounts

\$

Debtor **Aéropostale West, Inc.**
Name

Case number (if known) **16-11277**

5b. Total claims from Part 2

5b. + \$ 70,250.31
1,203,068,023.27

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

5c. \$ 1,203,138,273.58

In re Aéropostale West, Inc.
Case No. 16-11277
Schedule E: Part 1 - Priority Unsecured Claims

CREDITOR'S NAME	ACCOUNT NUMBER	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	ZIP	DATE CLAIM WAS INCURRED	NATURE OF LIEN AND DESCRIPTION	CONTINGENT	UNLIQUIDATED	DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Ada County Treasurer	P1AEROP0S01	PO Box 2868				Boise	ID	2/28/2129		Personal Property Tax accrued through 5/3				\$1,408.21	\$1,408.21	
Adams County Treasurer	P0028420	PO Box 869				Brighton	CO	80601-0869		Personal Property Tax accrued through 5/3				\$2,268.22	\$2,268.22	
Arapahoe County Treasurer	25631-65699-001	PO Box 571				Littleton	CO	80160-0571		Personal Property Tax accrued through 5/3				\$230.95	\$230.95	
Bannock County Treasurer	PC002052800	PO Box 4626				Pocatello	ID	10/21/2127		Personal Property Tax accrued through 5/3				\$4,130.97	\$4,130.97	
Benton County Treasurer	30PA82200000000	5600 W Canal Dr Ste A				Kennewick	WA	12/20/2171		Personal Property Tax accrued through 5/3				\$291.03	\$291.03	
Bonneville County Treasurer	PP1AEROP0S01	605 N Capital Ave				Idaho Falls	ID	5/5/2128		Personal Property Tax accrued through 5/3				\$2,700.12	\$2,700.12	
Broomfield County Treasurer	P6401430	One Descombes Dr				Broomfield	CO	1/31/2119		Personal Property Tax accrued through 5/3				\$279.73	\$279.73	
Clark County Treasurer	148271-99	P O BOX 551401				Las Vegas	NV	89155-1401		Personal Property Tax accrued through 5/3				\$729.85	\$729.85	
Clark County Treasurer	C02811-000.0	PO Box 9808				Vancouver	WA	2/18/2170		Personal Property Tax accrued through 5/3				\$774.59	\$774.59	
Clark County Treasurer	142786-99	P O BOX 551401				Las Vegas	NV	89155-1401		Personal Property Tax accrued through 5/3				\$838.08	\$838.08	
Davis County Treasurer	22853	PO Box 618				Farmington	UT	1/18/2130		Personal Property Tax accrued through 5/3				\$163.82	\$163.82	
Douglas County Treasurer	P0504146	PO Box 1208				Castle Rock	CO	4/25/2119		Personal Property Tax accrued through 5/3				\$91.00	\$91.00	
Douglas County Treasurer	P0508373	PO Box 1208				Castle Rock	CO	4/25/2119		Personal Property Tax accrued through 5/3				\$1,555.57	\$1,555.57	
El Paso County Treasurer	92723	PO Box 2018				Colorado Springs	CO	80901-2018		Personal Property Tax accrued through 5/3				\$440.28	\$440.28	
El Paso County Treasurer	85971	PO Box 2018				Colorado Springs	CO	80901-2018		Personal Property Tax accrued through 5/3				\$1,663.51	\$1,663.51	
Fresno County Tax Collector	A01 A1547	PO Box 1192				Fresno	CA	93715-1192		Personal Property Tax accrued through 5/3				\$768.69	\$768.69	
Jefferson County Treasurer	985985	Tax Payments Only	Department 2075			Denver	CO	80256-0001		Personal Property Tax accrued through 5/3				\$447.60	\$447.60	
Jefferson County Treasurer	986166	Tax Payments Only	Department 2075			Denver	CO	80256-0001		Personal Property Tax accrued through 5/3				\$496.49	\$496.49	
Kern County Treasurer	NewStore1130	1115 Truxtun Ave	2nd Floor			Bakersfield	CA	93301-4640		Personal Property Tax accrued through 5/3				\$1,100.51	\$1,100.51	
King County Treasurer	16161689	500 Fourth Ave	Rm 600			Seattle	WA	98104-2340		Personal Property Tax accrued through 5/3				\$1,380.55	\$1,380.55	
King County Treasurer	03841525	500 Fourth Ave	Rm 600			Seattle	WA	98104-2340		Personal Property Tax accrued through 5/3				\$1,442.25	\$1,442.25	
King County Treasurer	353018-78	500 Fourth Ave	Rm 600			Seattle	WA	98104-2340		Personal Property Tax accrued through 5/3				\$1,838.36	\$1,838.36	
Larimer County Treasurer	P8280597	PO Box 2336				Fort Collins	CO	80522-2336		Personal Property Tax accrued through 5/3				\$2,878.14	\$2,878.14	
Lewis County Treasurer	003409024010	PO Box 509				Chehalis	WA	98532-0509		Personal Property Tax accrued through 5/3				\$1,765.38	\$1,765.38	
Maricopa County Treasurer (Real)	4944414	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$65.97	\$65.97	
Maricopa County Treasurer (Real)	4944432	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$96.78	\$96.78	
Maricopa County Treasurer (Real)	3807921	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$235.06	\$235.06	
Maricopa County Treasurer (Real)	4321598	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$2,452.26	\$2,452.26	
Maricopa County Treasurer (Real)	9216076	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$2,786.46	\$2,786.46	
Maricopa County Treasurer (Real)	9344577	PO Box 52133				Phoenix	AZ	85072-2133		Personal Property Tax accrued through 5/3				\$9,024.25	\$9,024.25	
Mesa County Treasurer	P012428	PO Box 20000	Dept 5027			Grand Junction	CO	81502-5001		Personal Property Tax accrued through 5/3				\$1,042.20	\$1,042.20	
Missoula County Treasurer	000P518097	200 W Broadway St				Missoula	MT	9/23/2063		Personal Property Tax accrued through 5/3				\$308.59	\$308.59	
Natrona County Treasurer	P0052434	PO Box 2290				Casper	WY	2/25/2126		Personal Property Tax accrued through 5/3				\$403.32	\$403.32	
New Jersey Division of Taxation		State of New Jersey	Division of Taxation	Revenue Processing Center	P.O. Box 666	Trenton	NJ	08646-0666		Regulatory and Taxes	X	X	X	Unknown	Unknown	
Pierce County Budget & Finance	1200055357	615 S 9th St	Ste 100			Tacoma	WA	98405-4675		Personal Property Tax accrued through 5/3				\$224.66	\$224.66	
Pima County Treasurer	0187810	PO Box 29011				Phoenix	AZ	85038-9011		Personal Property Tax accrued through 5/3				\$4,413.53	\$4,413.53	
Pima County Treasurer	0119144	PO Box 29011				Phoenix	AZ	85038-9011		Personal Property Tax accrued through 5/3				\$5,597.63	\$5,597.63	
Santa Clara County Tax Collector	272134-003.-2	70 W Hedding St	East Wing 6th Floor			San Jose	CA	95110-1767		Personal Property Tax accrued through 5/3				\$10.07	\$10.07	
Santa Clara County Tax Collector	272134-0004-0	70 W Hedding St	East Wing 6th Floor			San Jose	CA	95110-1767		Personal Property Tax accrued through 5/3				\$143.70	\$143.70	
Santa Clara County Tax Collector	272134-0005-7	70 W Hedding St	East Wing 6th Floor			San Jose	CA	95110-1767		Personal Property Tax accrued through 5/3				\$306.62	\$306.62	
Santa Cruz County Tax Collector	P201500160	PO Box 1150				Nogales	AZ	6/9/2134		Personal Property Tax accrued through 5/3				\$2,820.54	\$2,820.54	
Snohomish County Treasurer	2755984	3000 Rockefeller Ave M/S 501				Everett	WA	98201-4060		Personal Property Tax accrued through 5/3				\$634.40	\$634.40	
Summit County Treasurer	p960031	PO Box 413118				Salt Lake City	UT	84141-3118		Personal Property Tax accrued through 5/3				\$78.48	\$78.48	
Summit County Treasurer	9958916	PO Box 289				Breckenridge	CO	3/10/2120		Personal Property Tax accrued through 5/3				\$754.51	\$754.51	
Sutter County Tax Collector	032-0000001-801	PO Box 546				Yuba City	CA	10/24/2162		Personal Property Tax accrued through 5/3				\$4,277.72	\$4,277.72	
Twin Falls County Treasurer	PP000002200000A	Box 88				Twin Falls	ID	83303-0088		Personal Property Tax accrued through 5/3				\$2,496.59	\$2,496.59	
Utah County Treasursr	64681	PO Box 410483				Salt Lake City	UT	84141-0483		Personal Property Tax accrued through 5/3				\$122.68	\$122.68	
Utah County Treasursr	64712	PO Box 410483				Salt Lake City	UT	84141-0483		Personal Property Tax accrued through 5/3				\$161.45	\$161.45	
Weber County Treasurer	64452	2380 Washington Blvd	Ste 350			Ogden	UT	1/29/2131		Personal Property Tax accrued through 5/3				\$174.08	\$174.08	
Whatcom County Treasurer	11810	PO Box 5268				Bellingham	WA	98227-5268		Personal Property Tax accrued through 5/3				\$346.71	\$346.71	
Wilson County Commissioner of Finance	09500p	228 E Mian St	Rm 102			Lebanon	TN	7/15/2001		Personal Property Tax accrued through 5/3				\$126.74	\$126.74	
Yakima County Treasurer	500000-15690	PO Box 22530				Yakima	WA	98907-2530		Personal Property Tax accrued through 5/3				\$806.75	\$806.75	
Yuma County Treasurer	P0006075	410 Maiden Ln	Ste C			Yuma	AZ	9/18/2133		Personal Property Tax accrued through 5/3				\$654.66	\$654.66	
													Total:	\$70,250.31	\$70,250.31	

In re Aéropostale West, Inc.
Case No. 16-11277
Schedule E/F: Part 2 - Creditors With Nonpriority Unsecured Claims

																	Claim subject to offset?
Creditor Name	Address1	Address2	Address3	Address4	City	State	Zip	Country	Last 4 Digits of Account Number	Date Debt was Incurred	Nature of Lien and Description	Contingent	Unliquidated	Disputed		Total Claim	
Aeropostale Canada Corp.	112 W 34th Street	22nd Floor			New York	NY	10120			Various	Intercompany Liability					\$0.27	
Aeropostale Procurement Company, Inc.	112 W 34th Street	22nd Floor			New York	NY	10120			Various	Intercompany Liability					\$1,203,064,993.87	
G&I VII Reno Operating, LLC	c/o McDonald Carano Wilson LLP	Attn: John Frankovich	100 W. Liberty St.	10th Floor	Reno	NV	89501		Case Number: CV 15-01189, Dept. No.: 9	6/22/2015	Open litigation	X	X	X		\$0.00	
Jimmy Z Surf Co., LLC	112 W 34th Street	22nd Floor			New York	NY	10120			Various	Intercompany Liability					\$3,029.13	
Total:																\$1,203,068,023.27	

Fill in this information to identify the case:

Debtor name Aéropostale West, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 16-11277

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

See Schedule G Attachment

In re Aéropostale West, Inc.
Case No. 16-11277
Schedule G: Executory Contracts and Unexpired Leases

Store Number	Contract Counterparty	Address1	Address2	Address3	Address4	City	State	Zip	Country	Description of Contract or Lease and Nature of Debtor's Interest; State the Remaining Term. List Contract Number of Any Government Contract.			Contract Origination	Contract Maturity Date	Debtor's Interest	Real Property (Y/N)
											Date					
778	5060 MONTCLAIR PLAZA LANE	Montclair Plaza	5060 E. Montclair Plaza Lane Owner	4700 Wilshire Blvd		Los Angeles	CA	90010		Retail Lease		4/15/2005		7/31/2016	Landlord	Y
197	ANNAPOLIS MALL OWNER LLC	Annapolis Mall		11601 Wilshire Blvd	12th Fl	Westfield	Los Angeles	CA	90025		Retail Lease		2/1/2010	1/31/2020	Landlord	Y
892	ARDEN FAIR MALL	Arden Fair Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Storage Lease		10/1/2013		9/30/2016	Landlord	Y
892	ARDEN FAIR MALL	Arden Fair Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		4/6/2007		1/31/2018	Landlord	Y
652	ARROWHEAD TOWNE CENTER	Arrowhead Town Center	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		10/30/2004		12/31/2016	Landlord	Y
1097	BELLEVUE SQUARE LLC	Bellevue Square	Kemper Development Company	575 Bellevue Square		Bellevue	WA	98004		Retail Lease		9/17/2010		9/30/2020	Landlord	Y
99	BROOKLYN KINGS PLAZA LLC	Kings Plaza	Macerich	401 Wilshire Blvd.	Suite 701	Santa Monica	CA	90408		Storage Lease		11/1/2014		1/31/2017	Landlord	Y
99	BROOKLYN KINGS PLAZA LLC	Kings Plaza	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		4/28/2005		1/31/2017	Landlord	Y
977	BROWARD MALL	Broward Mall	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		7/11/2008		1/31/2019	Landlord	Y
1038	CENTRALIA OUTLETS LLC	Centralia Outlets	Prism	1145 Broadway	Suite 1300	Tacoma	WA	98402		Retail Lease		10/10/2008		1/31/2019	Landlord	Y
625	CITRUS PARK MALL OWNER LLC	Citrus Park Mall	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		4/23/2004		1/31/2017	Landlord	Y
348	CONNECTICUT POST L.P.	Connecticut Post	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Storage Lease		2/1/2013		1/31/2017	Landlord	Y
348	CONNECTICUT POST L.P.	Connecticut Post	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		10/1/2011		1/31/2022	Landlord	Y
545	COUNTRYSIDE MALL LLC	Country Side Mall	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		10/31/2003		1/31/2017	Landlord	Y
1074	CRAIG REALTY GROUP	Outlets at Silverthorne	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		2/13/2009		2/28/2019	Landlord	Y
887	CRAIG REALTY GROUP-	Hillsboro Outlets	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		9/22/2006		9/30/2016	Landlord	Y
1059	CRAIG REALTY GROUP - ANTHEM L	Outlets at Anthem	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		4/3/2009		4/30/2019	Landlord	Y
1059	CRAIG REALTY GROUP - ANTHEM L	Outlets at Anthem	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Storage Lease		9/1/2015		8/31/2016	Landlord	Y
600	CRAIG REALTY GROUP-CASTLE ROC	Castle Rock Outlets	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		9/18/2003		9/30/2017	Landlord	Y
1089	CRAIG REALTY GRP- CITADEL LLC	Citadel Outlets	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		10/15/2010		10/31/2020	Landlord	Y
117	CROSS COUNTRY SHOPPING	Cross County Shopping Center	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		3/31/1995		1/31/2019	Landlord	Y
1054	CSFB 2005 C1 COLUSA RETAIL LP	Yuba Sutter Mall	Yuba Sutter Mall Mgmt Office	1215 Colusa Avenue		Yuba City	CA	95991		Retail Lease		6/3/2011		1/31/2022	Landlord	Y
1063	CULVER CITY MALL LLC	Culver City	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		10/8/2009		1/31/2020	Landlord	Y
148	Danbury Fair Mall LLC	Danbury Fair Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		11/15/1993		1/31/2019	Landlord	Y
1080	EMPORIUM MALL LLC/ SF CENTRE	San Francisco Centre	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		11/12/2010		1/31/2021	Landlord	Y
3381	EXCEL TRUST LP	Chimney Rock Mall	Excel Property Group	17410 Bernardo Center Drive,	Suite 300	San Diego	CA	92198-1324		Retail Lease		11/13/2013		1/31/2024	Landlord	Y
1126	EXCEL TRUST LP	Chimney Rock Shopping Center	Excel Property Group	17410 Bernardo Center Drive,	Suite 300	San Diego	CA	92128		Retail Lease		11/13/2013		1/31/2024	Landlord	Y
694	FLATIRON	Flatiron Crossing	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		7/30/2004		1/31/2017	Landlord	Y
147	FOX VALLEY MALL LLC	Fox Valley Shopping Center	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		11/15/1993		1/31/2017	Landlord	Y
150	FREEMALL ASSOCIATES LLC	Freehold Raceway Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		11/23/1993		1/31/2019	Landlord	Y
150	FREEMALL ASSOCIATES LLC	Freehold Raceway Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Storage Lease		2/1/2014		1/31/2017	Landlord	Y
789	Fresno Fashion Fair	Fresno Fashion Fair	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		4/21/2006		1/31/2017	Landlord	Y
963	FROZMO BARSTOW LLC	Tanger Barstow	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660		Retail Lease		4/25/2008		4/30/2018	Landlord	Y
985	Galleria at Roseville	Galleria at Roseville	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		11/13/2008		1/31/2019	Landlord	Y
3330	GRAN PLAZA LP	Gran Plaza Outlets	Charles Company	9034 West Sunset Blvd		West Hollywood	CA	90069		Retail Lease		11/15/2013		11/30/2023	Landlord	Y
1110	GRAN PLAZA LP	Gran Plaza Outlets	Charles Company	9034 West Sunset Blvd		West Hollywood	CA	90069		Retail Lease		11/15/2013		11/30/2023	Landlord	Y
761	GS PACIFIC ER LLC	Eastridge Mall (CA)	GS Pacific Realty	100 N Sepulveda Blvd	Ste 1925	El Segundo	CA	90245		Retail Lease		9/10/2005		1/31/2017	Landlord	Y
84	GWINNETT PLACE MALL GA LLC	Gwinnett Place	Moonbeam Capital Investment, LLC	9103 Alta Drive	St 204	Las Vegas	NV	89145		Retail Lease		8/1/2011		1/31/2018	Landlord	Y
142	HAWTHORN L.P.	Hawthorn Center	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		8/13/1993		1/31/2017	Landlord	Y
826	HORTON PLAZA LLC	Horton Plaza	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025		Retail Lease		4/6/2006		1/31/2017	Landlord	Y
1115	KE BENTLEY 1 LLC AND	Bentley Mall	Krausz Companies Inc	18201 Von Karman Avenue	Suite 1090	Irvine	CA	96212		Retail Lease		3/22/2013		1/31/2024	Landlord	Y
949	KRE COLONIE OWNER LLC	Colonie Center	Pacific Retail Capital Partners	100 N Sepulveda Blvd	Ste 1925	El Sagundo	CA	90245		Retail Lease		9/28/2007		1/31/2018	Landlord	Y
677	KRE BROADWAY OWNER LLC	Broadway Mall	Pacific Retail Capital Partners	100 N. Sepulveda Blvd	Ste 1925	El Segundo	CA	90245		Retail Lease		10/29/2004		1/31/2018	Landlord	Y
3383	LAD BACK NOGALES LLC	P.S. - Mariposa Mall	LAD BACK NOGALES LLC	6358 E Quail Track Drive		Scottsdale	AZ	85266		Retail Lease		5/23/2014		1/31/2025	Landlord	Y
1127	LAD BACK NOGALES LLC	Mariposa Mall	LAD BACK NOGALES LLC	6358 E Quail Track Drive		Scottsdale	AZ	85266		Retail Lease		5/23/2014		1/31/2025	Landlord	Y
1040	Lodi Station LLC	Lodi Station Outlets	Gilad Development	5959 Topanga Canyon Blvd.	Suite 285	Woodland Hill	CA	91367		Retail Lease		10/17/2008		1/31/2019	Landlord	Y
104	MACERICH CERRITOS LLC	Los Cerritos Center	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		2/25/1995		1/31/2017	Landlord	Y
144	MACERICH DEPTFORD LLC	Deptford Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		2/1/2013		1/31/2023	Landlord	Y
144	MACERICH DEPTFORD LLC	Deptford Mall	Macerich	402 Wilshire Blvd.	Suite 701	Santa Monica	CA	90408		Storage Lease		8/1/2012		7/31/2016	Landlord	Y
812	MACERICH LAKEWOOD LP	Lakewood Center	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		10/28/2005		6/30/2016	Landlord	Y
587	MACERICH LUBBOCK LP	South Plains Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		9/18/2003		1/31/2017	Landlord	Y
512	MACERICH NIAGARA LLC	Prime Outlets Niagara	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		8/6/2010		1/31/2021	Landlord	Y
667	MACERICH VICTOR VALLEY LP	Victor Valley Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		7/23/2004		1/31/2020	Landlord	Y
572	Macerich Vintage Faire LP	Vintage Faire Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		10/1/2003		1/31/2017	Landlord	Y
918	MACERICH WESTSIDE	Westside Pavilion	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407		Retail Lease		12/18/2007		1/31/2018	Landlord	Y
849	Magic Valley Mall	Magic Valley Mall	Woodbury Corporation	2733 E. Parley's Way	Suite 300	Salt Lake City	UT	84109-1662		Retail Lease		5/12/2006		12/31/2017	Landlord	Y
837	MERCED MALL LTD	Merced Mall	Coddling Enterprises	PO Box 6655		Santa Rosa	CA	95406-0655	</							

In re Aéropostale West, Inc.
Case No. 16-11277
Schedule G: Executory Contracts and Unexpired Leases

											Description of Contract or Lease and Nature of Debtor's Interest; State the Remaining Term. List Contract Number of Any Government Contract.					Contract Origination Date	Contract Maturity Date	Debtor's Interest	Real Property (Y/N)
Store Number	Contract Counterparty	Address1	Address2	Address3	Address4	City	State	Zip	Country										
861	West Oaks Owner LLC	West Oaks (TX)	Pacific Retail Capital Partners	100 N Speulveda Blvd	Ste 1925	El Sagundo	CA	90245			Retail Lease	4/21/2006	6/30/2016	Landlord	Y				
58	WESTFIELD AMERICA/GSP LP	Garden State Plaza	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	4/1/1998	1/31/2019	Landlord	Y				
58	WESTFIELD AMERICA/GSP LP	Garden State Plaza	Westfield	11601 Wilshire Blvd	14th Fl	Los Angeles	CA	90027			Storage Lease	2/1/2014	1/31/2017	Landlord	Y				
58	WESTFIELD AMERICA/GSP LP	Garden State Plaza	Westfield	11601 Wilshire Blvd	13th Fl	Los Angeles	CA	90026			Storage Lease	1/1/2013	12/31/2016	Landlord	Y				
979	Westfield America/Southcenter	Southcenter	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	7/25/2008	1/31/2019	Landlord	Y				
718	WESTFIELD SHOPPINGTOWN	Montgomery Mall (MD)	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	2/11/2005	1/31/2017	Landlord	Y				
621	WESTFIELD SHOPPINGTOWN	Brandon Town Center	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	4/16/2004	1/31/2017	Landlord	Y				
528	WESTFIELD S'TOWN SARASOTA	Sarasota Square	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	7/16/2003	1/31/2019	Landlord	Y				
880	WESTFIELD TOPANGA OWNER LLC	Topanga Plaza	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	10/6/2006	1/31/2017	Landlord	Y				
614	Wheaton Mall	Wheaton Mall	Westfield	11601 Wilshire Blvd	12th Fl	Los Angeles	CA	90025			Retail Lease	5/13/2005	6/30/2017	Landlord	Y				
248	WILTON MALL LLC	Wilton Mall	Macerich	401 Wilshire Blvd.	Suite 700	Santa Monica	CA	90407			Retail Lease	4/29/2011	4/30/2021	Landlord	Y				
1073	WISCONSIN DELLS OUTLET FEE LL	Tanger Outlet Wisconsin Dells	Craig Realty Group	4100 Macarthur	Suite 200	Newport Beach	CA	92660			Retail Lease	5/7/2009	5/31/2019	Landlord	Y				

Fill in this information to identify the case:

Debtor name Aéropostale West, Inc.
United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK
Case number (if known) 16-11277

☐ Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	Aero GC Management LLC	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.2	Aeropostale Licensing, Inc.	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.3	Aeropostale Procurement Company, Inc.	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.4	Aeropostale, Inc.	112 W. 34th Street 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Debtor **Aéropostale West, Inc.**

Case number (if known) **16-11277**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.5	GoJane LLC	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.6	Jimmy'Z Surf Co.,LLC	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.7	P.S. from Aeropostale, Inc.	c/o Aeropostale, Inc. 112 W. 34th Street, 22nd Floor New York, NY 10120	Aero Investors, LLC	<input checked="" type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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Fill in this information to identify the case:

Debtor name Aéropostale West, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 16-11277

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 17, 2016

X /s/ David Dick

Signature of individual signing on behalf of debtor

David Dick

Printed name

Chief Financial Officer

Position or relationship to debtor